

Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code

2017 DEC 15 P 4:49

1. Proposed Project: Certain improvements known as the Back Bay/South End Gateway Project as further described in the Project Notification Form submitted to the Boston Redevelopment Authority d/b/a Boston Planning & Development Agency ("BPDA") on March 29, 2016, Draft Project Impact Report ("DPIR") submitted on January 31, 2017, Supplemental Information Document ("SID") submitted on August 18, 2017, and an Amended and Restated Development Plan for PDA No. 2 submitted to the BPDA on August 18, 2017.
2. Location: Currently known as 145 and 165 Dartmouth Street, Boston, Massachusetts.
3. Applicant BP Hancock LLC, a Delaware limited liability company.
4. I hereby state, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the Proposed Project are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.
5. NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL INTEREST:

Attached as Exhibit A hereto.
6. The undersigned also acknowledges and states that except as stated below, none of the above-listed individuals is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the Commonwealth's Department of Capital Asset Management and Maintenance.
7. I hereby state, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the Project Notification Form on the above-listed property, for compensation not less than \$50,000.00, are listed on the attached Exhibit B in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

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SIGNED under the penalties of perjury

BP Hancock LLC, a Delaware limited liability company

By: Boston Properties Limited Partnership, a Delaware limited partnership, its member and manager

By: Boston Properties, Inc., a Delaware corporation, its general partner

By:

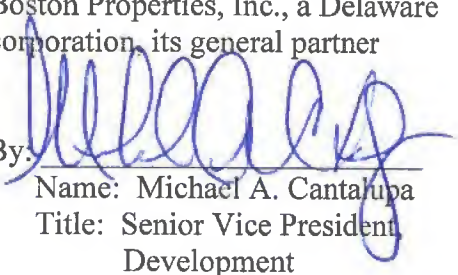

Name: Michael A. Cantalupo
Title: Senior Vice President,
Development

EXHIBIT A

Beneficial Interests

The following entities hold 100% of the beneficial interests in BP Hancock LLC:

- Boston Properties Limited Partnership, a Delaware limited partnership with an address of 800 Boylston Street, Suite 1900, Boston, Massachusetts 02199, is the sole member of BP Hancock LLC.
- Boston Properties, Inc., a Delaware corporation with an address of 800 Boylston Street, Suite 1900, Boston, Massachusetts 02199, is the sole general partner of Boston Properties Limited Partnership. Boston Properties, Inc. is itself a publicly traded entity listed on the New York Stock Exchange as "BXP".
- The following limited partners hold limited partnership interests of more than 1% in Boston Properties Limited Partnership:
 - Boston Properties, Inc. (89.1%), 800 Boylston Street, Boston, MA
 - Mortimer B. Zuckerman Management Trust (4.7%), 510 Madison Avenue, New York, NY
 - Edward H. Linde 1988 Trust (1.59%), 400 Atlantic Avenue, Boston, MA
- The remaining limited partnership interests in Boston Properties Limited Partnership are held by 286 limited partners, 12 of whom hold between .1 -.27% and 274 of whom hold less than .1%.

EXHIBIT B

Development Team Contact Information	
Legal Counsel	Nutter McClennen & Fish LLP Seaport West 155 Seaport Boulevard Boston, MA 02210 Contacts: Mary Marshall, James Ward Tel: (617) 439-2000
Permitting & Transportation	VHB 99 High Street, 10 th Floor Boston, MA 02110 Contacts: Elizabeth Grob, Kyle Greaves Tel: (617) 728-7777
Civil	WSP/Parsons Brinckerhoff 75 Arlington Street Boston, MA 02116 Contact: Andy Boyd, Brian Fairbanks Tel: (617) 348-2950
Survey	Feldman Land Surveyors 112 Shawmut Avenue Boston, MA 02118 Contact: Paul Foley Tel: (617) 357-9740
Sustainable Design	ARUP 955 Massachusetts Avenue Cambridge, MA 02139 Contact: Brian Swett, Rebecca Hatchadorian Tel: (617) 864-2987
Geotechnical Engineer & Environmental Engineer	Haley & Aldrich 465 Medford Street, Suite 2200 Boston, MA 02129 Contact: Mark Haley, Rebecca Higgins Tel: (617) 886-7400
Residential Market Consultant	The Collaborative Companies 20 Park Plaza, Suite 833 Boston, MA 02116 Contact: Sue Hawkes Tel: (617) 236-0060
Community Engagement	The Strategy Group 40 Court Street, 11 th Floor Boston, MA 02108 Contact: Susan Tracy, David Newman Tel: (617) 263-3311
Public Relations	Denterlein 3 Post Office Square, Suite 701 Boston, MA 02109 Contacts: Geri Denterlein, Diane Pisciotta Tel: (617) 482-0042
Code Compliance	Jensen Hughes 1661 Worcester Road, Suite 501 Framingham, MA 01701 Contacts: Eric H. Cote, PE Tel: (508) 620-8900

Garage West/Garage East/Station East Development Team	
Architect	Pelli Clarke Pelli Architects 322 8 th Avenue 11 th Floor New York, NY 10001 Contact: Rafael Pelli, Tobias Hahne Tel: (212) 417-9496
Structural Engineer	Magnusson Klemencic Associates 1301 Fifth Avenue, Suite 3200 Seattle, WA 98101 Contact: Ron Klemencic, Peter Somers Tel: (206) 292-1200 WSP/Parsons Brinckerhoff 75 Arlington Street Boston, MA 02116 Contact: Mohammad Haidar Tel: (617) 348-2950
MEP Engineer	Bard, Rao + Athanas Consulting Engineers 10 Guest Street, 4 th Floor Boston, MA 02135 Contact: Allan Ames, Kenneth Moore Tel: (617) 254-0016
Station West Development Team	
Architect	Arrowstreet, Inc. 10 Post Office Square Boston, MA 02109 Contacts: Jim Batchelor, Claes Andreasen Tel: (617) 623-5555
Structural Engineer	McNamara Salvia 160 Federal Street, 5 th Floor Boston, MA 02110 Contact: Adam McCarthy Tel: (617) 737-0040
MEP Engineer	AHA Consulting Engineers, Inc. 700 Technology Square, Suite 402 Cambridge, MA 02139 Contact: Dan Campia Tel: (781) 372-3000



Mary T. Marshall
Direct Line: 617-439-2104
Fax: 617-310-9104
E-mail: mmarshall@nutter.com

December 15, 2017
118065-1

By Hand Delivery

Maureen Feeney
City Clerk
City of Boston
One City Hall Square, Room 601
Boston, MA 02201

Re: Disclosure of Beneficial Interests – Back Bay/South End Gateway Project,
Boston, MA

Dear Ms. Feeney:

Our office represents BP Hancock LLC, the Applicant/Proponent of the Back Bay/South End Gateway Project (the "Project"), currently known as 145 and 165 Dartmouth Street, in the City of Boston (the "Property"). Pursuant to Article 80-B of the Boston Zoning Code, please find one (1) original executed Disclosure of Beneficial Interests for 145 and 165 Dartmouth Street.

Please do not hesitate to contact me should you have any questions.

Many kind thanks for your assistance in this matter.

Very truly yours,

Mary T. Marshall

MTM:cnb
Enclosures

cc: Madeleine C. Timin, Esq.
Michael Rooney

**Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code**

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2017 DEC 14 P 2:45

BOSTON, MA

- (1) Name of Project: Fenway Center Phase I (Buildings 1 and 2)
- (2) Location: Phase I of the Fenway Center Project is located on a portion of Parcel 7 more particularly described on Exhibit A attached hereto (the "Property").
- (3) Applicant/Owner: The Project Applicant is MK Parcel 7 Development LLC, a Delaware limited liability company (the "Applicant"). The Applicant has designated Fenway Center Owner 1-2, LLC, a Delaware limited liability company, as the Project Phase Developer for Phase I of the Fenway Center Project ("Project Phase Developer"). The Project Phase Developer has acquired a leasehold interest in the Property from The Massachusetts Department of Transportation.
- (4) The undersigned hereby states, under penalties of perjury and in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the Applicant and Project Phase Developer are listed on Exhibit B attached hereto.
- (5) The undersigned also acknowledges and states that except as stated below, none of the individuals listed on Exhibit B is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the State Department of Capital Planning and Operations.
- (6) The undersigned hereby states, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the application for Zoning Relief on the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

**NAMES AND ADDRESSES OF ALL FIRMS AND PROFESSIONAL CORPORATIONS,
AND AGENTS WHO HAVE ACTED ON SAID APPLICATION**

General Contractor	John Moriarty & Associates, Inc. 30 Church Street, Suite 2 Winchester, MA 01890
Architect	The Architectural Team, Inc. 50 Commandants Way

	Chelsea, MA 02150
	Lemessurier 1380 Soldiers Field Road Boston, MA 02135
	Cosentini Associates 101 Federal Street, Suite 600 Boston, MA 02110
	Haley & Aldrich 465 Medford Street Charlestown, MA 02129
	Vanasse Hangen Brustlin 99 High Street, 10 th Floor Boston, MA 02110
	Copley Wolff Design Group 10 Post Office Square, Suite 1315 Boston, MA 02109
	Harry R. Feldman Associates 152 Hampden Street Boston, MA 02119
	Planeta Design Group 535 Albany Street Boston, MA 02118
	KPD Advisors 7 Island Rd. Medway MA 02053
	Brightworks Sustainability 412 NW Couch Street Portland, OR 97209
	Beam 24 School Street Boston, MA 02108
	Commercial Construction Consulting, Inc. 313 Congress Street, #202 Boston, MA 02210

Attorneys	<p>Goodwin Procter LLP 100 Northern Avenue Boston, MA 02210</p> <p>Goulston & Storrs PC 400 Atlantic Avenue Boston, MA 02110</p>

[Signature on following page]

SIGNED under the penalties of perjury as of this 6 day of DECEMBER, 2017.

FENWAY CENTER OWNER 1-2, LLC,
a Delaware limited liability company

By: Fenway Center Holding 1-2, LLC,
a Delaware limited liability company, its sole member


By: Fenway Center LLC,
a Delaware limited liability company,
its Operating Member

By: GEGCF III Fenway, LLC,
a Delaware limited liability company, its Manager

By: Gerding Edlen Green Cities III, L.P.,
a Delaware limited partnership, its Sole
Member

By: Gerding Edlen Fund Management III,
LLC, a Delaware limited liability
company, its sole General Partner

By: GEDI, Inc.,
an Oregon corporation, its Manager

By: 
Name: Kelly Saito
Title: President

Hereunto duly authorized

Exhibit A

LEGAL DESCRIPTION OF THE PROPERTY

PHASE 1

A CERTAIN PORTION OF LAND SITUATED IN THE CITY OF BOSTON, SUFFOLK COUNTY, COMMONWEALTH OF MASSACHUSETTS, BEING BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE SOUTHERLY SIDELINE OF BEACON STREET AND THE EASTERLY SIDELINE OF MAITLAND STREET, THENCE RUNNING ALONG SAID SOUTHERLY SIDELINE OF BEACON STREET N 69°23'21" E, A DISTANCE OF 156.84 FEET TO A POINT;

THENCE TURNING AND RUNNING S 76°35'07" E, A DISTANCE OF 34.77 FEET TO A POINT;

THENCE TURNING AND RUNNING S 80°56'08" E, A DISTANCE OF 109.74 FEET TO A POINT;

THENCE TURNING AND RUNNING S 82°55'28" E, A DISTANCE OF 81.27 FEET TO A POINT;

THENCE TURNING AND RUNNING S 49°48'11" E, A DISTANCE OF 50.63 FEET TO A POINT ON THE NORTHERLY SIDELINE OF YAWKEY WAY EXTENSION;

THENCE TURNING AND RUNNING ALONG SAID NORTHERLY SIDELINE OF YAWKEY WAY EXTENSION S 83°16'38" W, A DISTANCE OF 40.00 FEET TO A POINT;

THENCE TURNING AND RUNNING ALONG SAID NORTHERLY SIDELINE OF YAWKEY WAY EXTENSION S 67°09'08" W, A DISTANCE OF 154.29 FEET TO A POINT OF CURVATURE;

THENCE TURNING AND RUNNING ALONG SAID NORTHERLY SIDELINE OF YAWKEY WAY EXTENSION ON A CURVE TO THE LEFT, HAVING A RADIUS OF 150.00 FEET, AN ARC LENGTH OF 43.02 FEET TO A POINT OF TANGENCY;

THENCE RUNNING ALONG SAID NORTHERLY SIDELINE OF YAWKEY WAY EXTENSION S 50°43'11" W, A DISTANCE OF 94.03 FEET TO A POINT OF CURVATURE;

THENCE TURNING AND RUNNING ALONG SAID NORTHERLY SIDELINE OF YAWKEY WAY EXTENSION ON A CURVE TO THE RIGHT, HAVING A RADIUS OF 20.00 FEET, AN ARC LENGTH OF 26.89 FEET TO A POINT OF TANGENCY ON THE EASTERLY SIDELINE OF MAITLAND STREET;

THENCE RUNNING ALONG SAID EASTERLY SIDELINE OF MAITLAND STREET N 52°14'29" W, A DISTANCE OF 48.47 FEET TO A POINT OF CURVATURE;

THENCE TURNING AND RUNNING ALONG SAID EASTERLY SIDELINE OF MAITLAND STREET ON A CURVE TO THE RIGHT, HAVING A RADIUS OF 98.00 FEET, AN ARC LENGTH OF 54.10 FEET TO A POINT OF TANGENCY;

THENCE RUNNING ALONG SAID EASTERLY SIDELINE OF MAITLAND STREET N 20°36'39" W, A DISTANCE OF 78.92 FEET TO A POINT OF CURVATURE;

THENCE TURNING AND RUNNING ALONG SAID EASTERLY SIDELINE OF MAITLAND STREET ON A CURVE TO THE RIGHT, HAVING A RADIUS OF 10.00 FEET, AN ARC LENGTH OF 15.71 FEET TO THE POINT OF BEGINNING.

SAID PORTION OF LAND CONTAINS AN AREA OF 46,586 SQUARE FEET MORE OR LESS.

BEING A PORTION OF THE LAND DESCRIBED BELOW:

PARCEL ONE

PARCEL B4-1 SHOWN AS LOTS A AND B ON LAND COURT PLAN NO. 5745A;

PARCELS B4-2, B4-3 AND B4-4 SHOWN ON A PLAN ENTITLED "PLAN FOR THE LOCATION OF AN EXPRESS TOLL HIGHWAY KNOWN AS 'THE BOSTON EXTENSION OF THE MASSACHUSETTS TURNPIKE' IN THE CITY OF BOSTON, SUFFOLK COUNTY" AS PREPARED BY THE MASSACHUSETTS TURNPIKE AUTHORITY, SCALE: 30 FEET TO THE INCH, DATED MAY 10, 1962 AND RECORDED IN BOOK 7648, PAGE 403;

PARCEL B50 - A PORTION OF LAND DESCRIBED IN A DEED FROM THE NEW YORK CENTRAL RAILROAD COMPANY DATED DECEMBER 14, 1962, AND RECORDED IN BOOK 7710, PAGE 168, AND SHOWN ON A PLAN ENTITLED "PLAN FOR THE LOCATION OF AN EXPRESS TOLL HIGHWAY KNOWN AS 'THE BOSTON EXTENSION OF THE MASSACHUSETTS TURNPIKE' IN BOSTON (SUFFOLK COUNTY), BROOKLINE (NORFOLK COUNTY), NEWTON (MIDDLESEX COUNTY)," AS PREPARED BY THE MASSACHUSETTS TURNPIKE AUTHORITY, SCALE: AS NOTED, DATED DECEMBER 3, 1962, AND RECORDED IN BOOK 7710, PAGE 182 (SEE SHEET 4 OF 14).

PARCEL TWO

LOT A SHOWN ON A PLAN ENTITLED "SUBDIVISION PLAN OF LAND, CSX TRANSPORTATION, INC. PROPERTY, BOSTON, MASS." PREPARED BY HARRY R. FELDMAN, INC., DATED APRIL 6, 2012 AND RECORDED AS PLAN NO. 268 OF 2012.

PARCEL THREE

PARCEL MARKED "AREA = 16,143 S.F." ON A PLAN OF LAND ENTITLED "EXHIBIT PLAN, CSX AREA, BOSTON, MASS." PREPARED BY HARRY R. FELDMAN, INC., DATED APRIL 6, 2012 AND ATTACHED AS EXHIBIT A TO CONVEYANCE AND ASSIGNMENT OF INTEREST FROM MK PARCEL 7 DEVELOPMENT LLC TO THE MASSACHUSETTS DEPARTMENT OF TRANSPORTATION, DATED JULY 31, 2012, RECORDED IN BOOK 49913, PAGE 326.

PARCEL MARKED "WESTERN EASEMENT AREA" ON A PLAN OF LAND ENTITLED "SUBDIVISION PLAN OF LAND, CSX TRANSPORTATION, INC. PROPERTY, BOSTON, MASS." PREPARED BY HARRY R. FELDMAN, INC., DATED APRIL 6, 2012, AND RECORDED AS PLAN NO. 268 OF 2012.

Exhibit B

**THE NAME AND ADDRESS OF EACH PERSON WITH A BENEFICIAL INTEREST
IN THE APPLICANT AND PROJECT PHASE DEVELOPER**

ENTITY NAME	DESCRIPTION OF INTEREST	% INTEREST
<u>Ownership of Fenway Center Owner 1-2, LLC</u>		
Fenway Center Holding 1-2, LLC, a Delaware limited liability company c/o Fenway Center LLC c/o Gerding/Edlen Development, Inc. 1477 NW Everett Street Portland, OR 97209	Sole Member	100%
<u>Ownership of Fenway Center Holding 1-2, LLC</u>		
Fenway Center LLC, a Delaware limited liability company c/o Gerding/Edlen Development Company, LLC 1477 NW Everett Street Portland, OR 97209	Member and Operating Member	50%
TGA FC Investor Member, LLC, a Delaware limited liability company c/o TH Real Estate 730 Third Avenue, 4 th Floor New York, NY 10017	Member	50%
Fenway Center Special Member 1-2, LLC, a Delaware limited liability company c/o Gerding/Edlen Development Company, LLC 1477 NW Everett Street Portland, OR 97209	Member	0% No equity interest; holds interest in profits only
<u>Ownership of Fenway Center, LLC</u>		
GEGCF III Fenway, LLC, a Delaware limited liability company	Member and Manager	90%

c/o Gerding/Edlen Development Company, LLC 1477 NW Everett Street Portland, OR 97209		
MK Parcel 7 Development LLC, a Massachusetts limited liability company c/o Meredith Management Corporation 12 Broadway Beverly, MA 01915	Member	10%
<u>Ownership of</u> <u>Fenway Center Special Member 1-2, LLC</u>		
Gerding/Edlen Development Company, LLC, an Oregon limited liability company 1477 NW Everett Street Portland, OR 97209	Member and Manager	75%
MK Parcel 7 Development LLC, a Massachusetts limited liability company c/o Meredith Management Corporation 12 Broadway Beverly, MA 01915	Member	25%
<u>Ultimate Beneficial Ownership of</u> <u>TGA FC Investor Member, LLC</u>		
Teachers Insurance and Annuity Association of America, a New York corporation c/o TH Real Estate 730 Third Avenue, 4 th Floor New York, NY 10017		100%
<u>Ownership of</u> <u>GEGCF III Fenway, LLC</u>		
Gerding Edlen Green Cities III, L.P., a Delaware limited partnership c/o Gerding/Edlen Development Company, LLC 1477 NW Everett Street Portland, OR 97209	Sole Member	100%
<u>Ownership of</u>		

<u>Gerding Edlen Green Cities III, L.P.</u>		
Gerding Edlen Fund Management III, LLC, a Delaware limited liability company c/o Gerding/Edlen Development Company, LLC 1477 NW Everett Street Portland, OR 97209	General Partner	0% No equity interest. Entitled to Carried Interest Distributions.
GEDI, Inc., an Oregon corporation c/o Gerding/Edlen Development Company, LLC 1477 NW Everett Street Portland, OR 97209	Investor	1%
Various US Investors	Limited Partners (passive) Two investors own more than 10% of the limited partner interests, which are the State of Connecticut (12.0184%), as well as an Unnamed [Confidential] Taft Hartley Plan (12.0184%).	99%
<u>Ownership of Gerding Edlen Fund Management III, LLC</u>		
GEDI, Inc., an Oregon corporation c/o Gerding/Edlen Development Company, LLC 1477 NW Everett Street Portland, OR 97209	Manager	45%
Various US Investors	Members (None owns more than 10%)	55%
<u>Ownership of Gerding/Edlen Development Company, LLC</u>		
GEDI, Inc., an Oregon corporation c/o Gerding/Edlen Development Company, LLC 1477 NW Everett Street	Sole Member	100%

Portland, OR 97209		
<u>Ownership of GEDI, Inc.</u>		
Mark C. Edlen c/o Gerding/Edlen Development Company, LLC 1477 NW Everett Street Portland, OR 97209	Shareholder	56%
Kelly T. Saito c/o Gerding/Edlen Development Company, LLC 1477 NW Everett Street Portland, OR 97209	Shareholder	12%
Equilibrium Capital 415 NW 11th Avenue Portland, OR 97209	Shareholder	15%
Various Shareholders	Shareholders (None owns more than 10%)	17%
<u>Ownership of MK Parcel 7 Development, LLC</u>		
Meredith Kenmore/Fenway Development Group, LLC a Massachusetts limited liability company c/o Meredith Management Corporation 12 Broadway Beverly, MA 01915	Member and Manager	22.38%
Lansdowne Parking Associates Limited Partnership a Massachusetts limited partnership c/o Lansdowne Parking Corporation 12 Broadway Beverly, MA 01915	Member (passive)	77.62%
<u>Ownership of Meredith Kenmore/Fenway Development Group, LLC</u>		
John E. Rosenthal c/o Meredith Management Corporation 12 Broadway Beverly, MA 01915	Sole Member	100%

<u>Ownership of Lansdowne Parking Associates Limited Partnership</u>		
Lansdowne Parking Corporation a Massachusetts corporation c/o Meredith Management Corporation 12 Broadway Beverly, MA 01915	General Partner	1%
John E. Rosenthal c/o Meredith Management Corporation 12 Broadway Beverly, MA 01915	Limited Partner	36.595%
Various US Investors	Limited Partner (None owns more than 10%)	62.405%
<u>Ownership of Lansdowne Parking Corporation</u>		
John E. Rosenthal c/o Meredith Management Corporation 12 Broadway Beverly, MA 01915	Sole Shareholder	100%

Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code

RECEIVED
CITY CLERK'S OFFICE
2017 DEC 12 P 4:00
BOSTON, MA

- (1) Name of Project: 252-264 Huntington Avenue Project
- (2) Location: 252-264 Huntington Avenue, Boston, Massachusetts
- (3) Applicant: Huntington Theatre Company, Inc., the Applicant/Proponent for the purposes of this Disclosure Statement, together with QMG Huntington, LLC with respect to the 252-264 Huntington Avenue Project, as described in the Article 80 documentation on file with the Boston Redevelopment Authority.
- (4) I hereby state, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the Huntington Theatre Company, Inc.'s interest in the above-listed Project are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL INTEREST
(continue on separate sheet if necessary):

100 % of Beneficial Interest

Huntington Theatre Company, Inc.,
not-for-profit charitable corporation organized in accordance with M.G.L. c. 180
264 Huntington Avenue
Boston, Massachusetts 02115

- (5) The undersigned also acknowledges and states that except as stated below, none of the above-listed individuals is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the State Department of Capital Planning and Operations.
- (6) I hereby state, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the application for Zoning Relief on the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAMES AND ADDRESSES OF ALL FIRMS AND PROFESSIONAL CORPORATIONS,
AND AGENTS WHO HAVE ACTED ON SAID APPLICATION (see Exhibit A Attached
hereto and incorporated herein by reference).

SIGNED under the penalties of perjury as of the 11th of December, 2017

HUNTINGTON THEATRE COMPANY, INC.

By: 

Name: Michael Maso
Its: Managing Director

Exhibit A

Proposed Project: 252-264 Huntington Avenue Project

Address: 252-264 Huntington Avenue, Boston, Massachusetts 02115

Proponent: Huntington Theatre Company, Inc.
264 Huntington Avenue
Boston, MA 02115
(617) 266-7900
Michael Maso, Managing Director

Architect: Bruner/Cott Architects
130 Prospect Street
Cambridge, MA 02139
(617) 492-8400
Jason Forney
Scott Aquilina
Aoife Morris

Development Consultants: Leggat McCall Properties
10 Post Office Square
Boston, Massachusetts 02109
(617) 422-7020
Mahmood Malihi
Megan Pasquina

Legal Counsel: Nutter McClennen & Fish LLP
Seaport West
155 Seaport Boulevard
Boston, MA 02210
(617) 439-2000
Mary T. Marshall, Esq.



Mary T. Marshall

Direct Line: 617-439-2104

Fax: 617-310-9104

E-mail: mmarshall@nutter.com

December 12, 2017
118065-1

2017 DEC 12 P 4:00

BOSTON, MA

By Hand Delivery

Maureen Feeney
City Clerk
City of Boston
One City Hall Square, Room 601
Boston, MA 02201

Re: Disclosure of Beneficial Interests – 252-264 Huntington Avenue, Boston, MA

Dear Ms. Feeney:

Our office represents The Huntington Theatre Company, Inc., the Co-Applicant/Proponent of the 252-264 Huntington Avenue Project (the "Project"), located at 252-264 Huntington Avenue, in the City of Boston (the "Property"). Pursuant to Article 80-B of the Boston Zoning Code, please find one (1) original executed Disclosure of Beneficial Interests for 252-264 Huntington Avenue.

Please do not hesitate to contact me should you have any questions.

Many kind thanks for your assistance in this matter.

Very truly yours,

Mary T. Marshall

MTM:cnb
Enclosures

cc: Jared Eigerman
Michael Maso

Disclosure Statement Concerning Beneficial Interests
Article 80, Section 80B-8, of the Boston Zoning Code

OFFICE OF

As of December 8, 2017

DEC 11 2017

THE CITY CLERK

- (1) **Name of Project:** Seaport Square Block P
- (2) **Location:** Congress and Summer Streets (Seaport Square Block P, the "Property")
- (3) **Owner:** Seaport N/P Title Holder LLC
- (4) The undersigned hereby states, under the penalties of perjury, that the true names and addresses of Persons who have acquired a Beneficial Interest (including the amount of their Beneficial Interest accurate within one-tenth of one percent if such interest exceeds one percent) in the Property since the most recently filed Disclosure Statement for the Property are listed below.

NAME AND ADDRESS OF EACH PERSON WITH SAID BENEFICIAL INTEREST

Name: **Seaport Square Associates LP** 100%¹

ADDRESS: 33 Boylston Street, Suite 3000
Chestnut Hill, MA 02467

[For ownership of Seaport Square Associates LP and signature of Owner, see attached Schedule A]

¹ The following entities, directly or indirectly wholly owned by Seaport Square Associates LP, are intermediate between the Owner and Seaport Square Associates LP: Seaport P Title Holder LLC, Seaport P Retail Owner LLC, Seaport P Hotel-1 Owner LLC, Seaport P Hotel-2 Owner LLC, Seaport P Hotel-3 Owner LLC, Seaport P Retail REIT LLC, Seaport P Hotel-1 REIT LLC, Seaport P Hotel-2 REIT LLC, Seaport P Hotel-3 REIT LLC.

Schedule A

Beneficial Interests in the Property held by parties having a direct or indirect interest in **Seaport Square Associates LP**:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest in the Property</u>
Public Sector Pension Investment Board ("PSP"), a Canadian crown corporation.	1250 Rene-Levesque Blvd. West, Suite 900 Montreal, Quebec H3B 4W8 Canada	49.5%
Jeremy M. Sclar (<i>and trusts for the benefit of children or other family members</i>) ²	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	32.4%
Thomas J. DeSimone (<i>and trusts for the benefit of children or other family members</i>)	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.1%
Richard A. Marks (<i>and trusts for the benefit of children or other family members</i>)	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	8.7%
Brian Sciera	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.5%
Mark Roberts	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.0%
Eric Smookler	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	1.0%
Samantha David ³	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	1.0%
Richard Askin	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	<1%
Yanni Tsipis	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	<1%

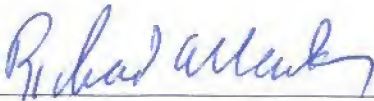
Signed under the penalties of perjury as of the date first written above.
[Signature on next page]

² For all parties other than PSP, ownership is through two wholly-owned entities, SDM Seaport Associates LLC and SDM Boylston Street LLC.

³ Ownership is through EP Boylston LLC, a wholly owned entity.

[Signature Page – Article 80 B-8.6 – Disclosure of Beneficial Interests – Block P]

SEAPORT N/P TITLE HOLDER LLC,
a Delaware limited liability company

By: 

Name: Richard A. Marks

As authorized representative of, and on behalf of, each of its Members

Disclosure Statement Concerning Beneficial Interests
Article 80, Section 80B-8, of the Boston Zoning Code

OFFICE OF

DEC 11 2017

As of December 8, 2017

THE CITY CLERK

- (1) **Name of Project:** Seaport Square Block N
- (2) **Location:** Congress and Summer Streets (Seaport Square Block N, the "Property")
- (3) **Owner:** Seaport N/P Title Holder LLC
- (4) The undersigned hereby states, under the penalties of perjury, that the true names and addresses of Persons who have acquired a Beneficial Interest (including the amount of their Beneficial Interest accurate within one-tenth of one percent if such interest exceeds one percent) in the Property since the most recently filed Disclosure Statement for the Property are listed below.

NAME AND ADDRESS OF EACH PERSON WITH SAID BENEFICIAL INTEREST

Name: **Seaport Square Associates LP** 100%¹

ADDRESS: 33 Boylston Street, Suite 3000
Chestnut Hill, MA 02467

[For ownership of Seaport Square Associates LP and signature of Owner, see attached Schedule A]

¹ The following entities, directly or indirectly wholly owned by Seaport Square Associates LP, are intermediate between the Owner and Seaport Square Associates LP: Seaport N Title Holder LLC, Seaport N Retail Owner LLC, Seaport N Office Owner LLC, Seaport N Office REIT LLC and Seaport N Retail REIT LLC.

Schedule A

Beneficial Interests in the Property held by parties having a direct or indirect interest in **Seaport Square Associates LP**:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest in the Property</u>
Public Sector Pension Investment Board ("PSP"), a Canadian crown corporation.	1250 Rene-Levesque Blvd. West, Suite 900 Montreal, Quebec H3B 4W8 Canada	49.5%
Jeremy M. Sclar (<i>and trusts for the benefit of children or other family members</i>) ²	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	32.4%
Thomas J. DeSimone (<i>and trusts for the benefit of children or other family members</i>)	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.1%
Richard A. Marks (<i>and trusts for the benefit of children or other family members</i>)	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	8.7%
Brian Sciera	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.5%
Mark Roberts	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.0%
Eric Smookler	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	1.0%
Samantha David ³	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	1.0%
Richard Askin	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	<1%
Yanni Tsipis	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	<1%

Signed under the penalties of perjury as of the date first written above.
[Signature on next page]

² For all parties other than PSP, ownership is through two wholly-owned entities, SDM Seaport Associates LLC and SDM Boylston Street LLC.

³ Ownership is through EP Boylston LLC, a wholly owned entity.

[Signature Page – Article 80 B-8.6 – Disclosure of Beneficial Interests – Block N]

SEAPORT N/P TITLE HOLDER LLC,
a Delaware limited liability company

By: 

Name: Richard A. Marks

As authorized representative of, and on behalf of, each of its Members

Disclosure Statement Concerning Beneficial Interests
Article 80, Section 80B-8, of the Boston Zoning Code

OFFICE OF

DEC 11 2017

As of December 8, 2017

THE CITY CLERK

- (1) **Name of Project:** Seaport Square Block Q and Roadway/Sliver Parcels
- (2) **Location:** Seaport Boulevard, 29 Stillings Street and misc. locations in Seaport Square (the "Property")
- (3) **Owner:** Seaport Square Development Company LLC
- (4) The undersigned hereby states, under the penalties of perjury, that the true names and addresses of Persons who have acquired a Beneficial Interest (including the amount of their Beneficial Interest accurate within one-tenth of one percent if such interest exceeds one percent) in the Property since the most recently filed Disclosure Statement for the Property are listed below.

NAME AND ADDRESS OF EACH PERSON WITH SAID BENEFICIAL INTEREST

Name: **Seaport Square Associates LP** 100%

ADDRESS: 33 Boylston Street, Suite 3000
Chestnut Hill, MA 02467

[For ownership of Seaport Square Associates LP and signature of Owner, see attached Schedule A]

Schedule A

Beneficial Interests in the Property held by parties having a direct or indirect interest in **Seaport Square Associates LP**:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest in the Property</u>
Public Sector Pension Investment Board ("PSP"), a Canadian crown corporation.	1250 Rene-Levesque Blvd. West, Suite 900 Montreal, Quebec H3B 4W8 Canada	49.5%
Jeremy M. Sclar (<i>and trusts for the benefit of children or other family members</i>) ¹	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	32.4%
Thomas J. DeSimone (<i>and trusts for the benefit of children or other family members</i>)	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.1%
Richard A. Marks (<i>and trusts for the benefit of children or other family members</i>)	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	8.7%
Brian Sciera	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.5%
Mark Roberts	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.0%
Eric Smookler	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	1.0%
Samantha David ²	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	1.0%
Richard Askin	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	<1%
Yanni Tsipis	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	<1%

Signed under the penalties of perjury as of the date first written above.

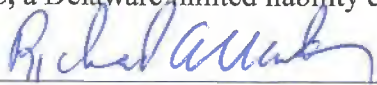
[Signature on next page]

¹ For all parties other than PSP, ownership is through two wholly-owned entities, SDM Seaport Associates LLC and SDM Boylston Street LLC.

² Ownership is through EP Boylston LLC, a wholly owned entity.

[Signature Page – Article 80 B-8.6 – Disclosure of Beneficial Interests – Block Q and Slivers]

**SEAPORT SQUARE DEVELOPMENT COMPANY
LLC, a Delaware limited liability company**

By: 
Name: **Richard A. Marks**
Title: **Vice President**
Hereunto duly authorized



Matthew H. Snell
Direct Line: (617) 439-2617
Fax: (617) 310-9617
E-mail: msnell@nutter.com

December 11, 2017
116487-1

By Hand Delivery

Maureen Feeney
City Clerk
City of Boston
One City Hall Square, Room 601
Boston, MA 02201

By Hand Delivery

Teresa Polhemus
Executive Director/Secretary
Boston Planning & Development Agency
One City Hall Square, Ninth Floor
Boston, MA 02201

Re: Disclosure of Beneficial Interests – Parcel K Project, 895-899 Congress Street and 295 Northern Avenue, Boston, MA

Dear Clerk Feeney and Secretary Polhemus:

Pursuant to Article 80-B of the Boston Zoning Code, please find enclosed the Disclosures of Beneficial Interest for Parcel K Project, including disclosures for (1) Parcel K Residential Tenant, LLC (the developer of the Residential Component of Parcel K); (2) Parcel K Garage Tenant, LLC (the developer of the Garage Component of Parcel K); and (3) HP Boston Partners, LLC (the developer of the Hotel Component of Parcel K).

Please do not hesitate to call me should you have any questions.

Very truly yours,

Matthew Snell

Enclosures

cc: By email, with enclosure
Alec Bonelli, Boston Planning & Development Agency
Aisling Kerr, Boston Planning & Development Agency
Marianne Ajemian, Esq.
William O'Reilly, Esq.
David Gregg, Esq.
Jennifer Schultz, Esq.
John Cappellano, Lincoln Property Company
Jason Runnels, Phoenix Property Company
Juan Loveluck, Massachusetts Port Authority
Peter Friedenberg, Esq.

3746179.1

2017 DEC 11 PM 1:31

**Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code**

- (1) Name of Project: Residential Component, Parcel K Development Project, 899 Congress Street, City of Boston (the "**Parcel K Project**").
- (2) Location: That certain real property located in the City of Boston, County of Suffolk and State of Massachusetts, more particularly described on Exhibit A attached hereto (the "**Property**"), also known as "Parcel K".
- (3) Applicant/Owner: The Project Applicant under Article 80 is Parcel K Residential Tenant, LLC, a Delaware limited liability company (the "**Multi-Family Developer**"). The Multi-Family Developer has acquired a leasehold interest in the Property from Massachusetts Port Authority with the right to construct a residential apartment building with office and/or retail space and related improvements.
- (4) The undersigned hereby states, under penalties of perjury and in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the Applicant and Multi-Family Developer are listed on Exhibit B attached hereto.
- (5) The undersigned also acknowledges and states that except as stated below, none of the individuals listed on Exhibit B is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the State Department of Capital Planning and Operations.
- (6) The undersigned hereby states, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the application for Zoning Relief on the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAMES AND ADDRESSES OF ALL FIRMS AND PROFESSIONAL CORPORATIONS, AND AGENTS
WHO HAVE ACTED ON SAID APPLICATION

General Contractor	Suffolk Construction Company 65 Allerton Street Boston, MA 02119
Architects	Arrowstreet, Inc. 10 Post Office Square Suite 700N Boston, MA 02109
Engineers	HW Moore Associates, Inc. 112 Shawmut Avenue Boston, MA 02118

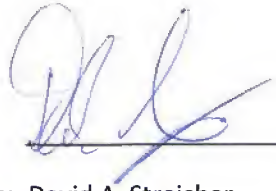
	WSP USA Buildings, Inc. 88 Black Falcon Avenue, Suite 210 Boston, MA 02118
	McNamara Saliva 101 Federal Street Boston, MA 02110
Consultants	Epsilon Associates, Inc. 3 Clock Tower Place, Suite 250 Maynard, MA 01754
	Vanasse & Associates, Inc. 35 New England Business Center Drive Suite 140 Andover, MA 01810
	JT Costa, LLC 2 Haven Street, Suite 302 Reading, MA 01867
	McPhail Associates, LLC 2269 Massachusetts Avenue Cambridge, MA 02140
Surveyor	Feldman Land Surveyors 152 Hampden Street Boston, MA 02119
Attorneys	Goodwin Procter LLP 100 Northern Avenue Boston, MA 02210 Nutter McClennen & Fish LLP Seaport West 155 Seaport Boulevard Boston, Massachusetts 02210

[Signature on following page]

SIGNED under the penalties of perjury as of this 3 day of November, 2017.

PARCEL K RESIDENTIAL TENANT, LLC

By:

A handwritten signature in blue ink, appearing to read 'D. Streicher', is written over a horizontal line.

Name: David A. Streicher

Title: Authorized Signatory

EXHIBIT A

LEGAL DESCRIPTION OF THE PROPERTY

Exhibit A

Residential Parcel

The land and air rights, with the buildings and other improvements thereon, if any, situated in Boston, Suffolk County, Massachusetts, comprised of seven (7) adjoining parcels shown as "Lease Area R1," "Lease Area R2-A," "Lease Area R2-B," "Lease Area R2-C," "Lease Area R3," "Lease Area R4," and "Lease Area R5" on a plan entitled, "Lease Plan Parcel K, 895 & 899 Congress Street 295 Northern Avenue Boston, Mass." dated October 6, 2017, by Feldman Land Surveyors, to be recorded with the Suffolk County Registry of Deeds, each of which is bounded and described as follows:

LEASE AREA R1

Beginning at a point on the Easterly side of the traveled way of Congress Street, at the intersection of Starboard Lane, at N 2952054.8426, E 781091.6804, thence running,

N 28°34'13" E	a distance of 93.61 feet to a point; thence turning and running,
N 67°32'31" E	a distance of 12.56 feet to a point; thence turning and running,
N 28°32'31" E	a distance of 67.45 feet to a point; thence turning and running,
N 10°06'42" W	a distance of 12.83 feet to a point; thence turning and running,
N 28°49'49" E	a distance of 8.69 feet to a point; thence running,
EASTERLY	along a curve to the right, having a radius of 24.95 feet and an arc length of 39.10 feet to a point, the last six courses being by the traveled way of Congress Street, said traveled way being located at the vertical face of the curb (as-built) between the traveled way and the sidewalks; thence running,
S 61°23'07" E	a distance of 113.35 feet to a point; thence turning and running,
S 61°15'00" E	a distance of 9.94 feet to a point; the last two courses being by the traveled way of Northern Avenue, said traveled way being located at the vertical face of the curb (as-built) between the traveled way and the sidewalks; thence turning and running,
S 09°30'53" W	a distance of 27.28 feet to a point; thence turning and running,
N 61°29'07" W	a distance of 139.16 feet to a point; thence turning and running,
S 28°30'53" W	a distance of 212.49 feet to a point; thence turning and running,
S 22°29'07" E	a distance of 148.71 feet to a point; thence turning and running,

S 66°37'06" E a distance of 109.11 feet to a point; thence turning and running,

S 35°30'54" W a distance of 31.01 feet to a point on the traveled way of Silver Line Way; thence turning and running,

N 55°09'35" W a distance of 79.90 feet to a point; thence running,

NORTHWESTERLY along a curve to the right, having a radius of 103.43 feet and an arc length of 57.73 feet, the last two courses being by the traveled way of Silver Line Way, said traveled way being located at the vertical face of the curb (as-built) between the traveled way and the sidewalks; thence running,

N 23°10'50" W a distant of 59.43 feet to a point; thence turning and running,

N 22°53'37" W a distance of 52.73 feet to a point; thence turning and running,

NORTHERLY along a curve to the right, having a radius of 49.35 feet and an arc length of 44.33 feet to the point of beginning. The last three courses being by the traveled Way of Starboard Lane, said traveled way being located at the vertical face of the curb (as-built) between the traveled way and the sidewalks.

Said parcel has no lower vertical limit and includes all of the terra firma within the above described perimeter.

The upper limit of said parcel defined vertically by a horizontal plane at elevation 35.8 feet (Boston City Base).

Containing approximately 10,671 square feet.

LEASE AREA R2-A

Beginning at a point at the Northwesterly corner of said parcel, near the intersection of Congress Street and Northern Avenue, at N 2952192.5438, E 781203.1829, thence running,

S 61°29'07" E a distance of 71.36 feet to a point; thence turning and running,

S 09°30'53" W a distance of 59.49 feet to a point; thence turning and running,

N 61°29'07" W a distance of 35.81 feet to a point; thence turning and running,

S 28°30'53" W a distance of 106.02 feet to a point; thence turning and running,

N 61°29'07" W a distance of 4.75 feet to a point; thence turning and running,

S 28°30'53" W	a distance of 5.45 feet to a point; thence turning and running,
S 22°29'07" E	a distance of 12.67 feet to a point; thence turning and running,
N 67°30'53" E	a distance of 4.79 feet to a point; thence turning and running,
S 22°29'07" E	a distance of 152.59 feet to a point; thence turning and running,
N 82°29'07" W	a distance of 61.13 feet to a point; thence turning and running,
N 66°37'06" W	a distance of 23.23 feet to a point; thence turning and running,
N 22°29'07" W	a distance of 148.71 feet to a point; thence turning and running,
N 28°30'53" E	a distance of 152.74 feet to a point; thence turning and running,
S 61°29'07" E	a distance of 14.17 feet to a point; thence turning and running,
N 28°30'53" E	a distance of 45.67 feet to the point of beginning.

The lower limit of said parcel defined vertically by a plane or planes at elevations ranging from 14.14 feet to 16.625 feet (Boston City Base), intending to be the top of the metal decking of Level 01 (as-built).

The upper limit of said parcel defined vertically by a horizontal plane at elevation 36.5 feet (Boston City Base).

Containing approximately 24,282 square feet.

LEASE AREA R2-B

Beginning at a point at the Northwesterly corner of said parcel, near the intersection of Congress Street and Northern Avenue, at N 2952211.6817, E 781197.4580, thence running,

S 61°29'07" E	a distance of 139.16 feet to a point; thence turning and running,
S 09°30'53" W	a distance of 151.85 feet to a point; thence turning and running,
S 61°29'07" E	a distance of 13.87 feet to a point; thence turning and running,
N 80°27'21" W	a distance of 14.95 feet to a point; thence turning and running,
S 09°30'53" W	a distance of 20.51 feet to a point; thence turning and running,
S 80°29'07" E	a distance of 11.23 feet to a point; thence turning and running,
S 09°30'53" W	a distance of 44.56 feet to a point; thence turning and running,

S 35°30'53" W	a distance of 24.88 feet to a point; thence turning and running,
S 24°29'07" E	a distance of 17.38 feet to a point; thence turning and running,
S 35°30'54" W	a distance of 55.27 feet to a point; thence turning and running,
N 66°37'06" W	a distance of 85.88 feet to a point; thence turning and running,
S 82°29'07" E	a distance of 61.13 feet to a point; thence turning and running,
N 22°29'07" W	a distance of 152.59 feet to a point; thence turning and running,
S 67°30'53" W	a distance of 4.79 feet to a point; thence turning and running,
N 22°29'07" W	a distance of 12.67 feet to a point; thence turning and running,
N 28°30'53" E	a distance of 5.45 feet to a point; thence turning and running,
S 61°29'07" E	a distance of 4.75 feet to a point; thence turning and running,
N 28°30'53" E	a distance of 106.02 feet to a point; thence turning and running,
S 61°29'07" E	a distance of 35.81 feet to a point; thence turning and running,
N 09°30'53" E	a distance of 59.49 feet to a point; thence turning and running,
N 61°29'07" W	a distance of 71.36 feet to a point; thence turning and running,
S 28°30'53" W	a distance of 45.67 feet to a point; thence turning and running,
N 61°29'07" W	a distance of 14.17 feet to a point; thence turning and running,
N 28°30'53" E	a distance of 59.75 feet to the point of beginning.

The lower limit of said parcel defined vertically by a plane or planes at elevations ranging from 14.14 feet to 16.625 feet (Boston City Base), intending to be the top of the metal decking of Level 01 (as-built).

The upper limit of said parcel defined vertically by a horizontal plane at elevation 35.8 feet (Boston City Base).

Containing approximately 28,631 square feet.

LEASE AREA R2-C

Beginning at a point at the Southerly corner of said parcel, near the intersection of Silver Line Way and Massport Haul Road, at N 2951889.2432, E 781285.1525, thence running,

N 24°29'07" W a distance of 17.38 feet to a point; thence turning and running,

N 35°30'53" E a distance of 24.88 feet to a point; thence turning and running,

N 09°30'53" E a distance of 44.56 feet to a point; thence turning and running,

N 80°29'07" W a distance of 11.23 feet to a point; thence turning and running,

N 09°30'53" E a distance of 20.51 feet to a point; thence turning and running,

S 80°27'21" E a distance of 14.95 feet to a point; thence turning and running,

S 61°29'07" E a distance of 40.53 feet to a point; thence turning and running,

S 35°30'54" W a distance of 98.62 feet to the point of beginning.

The lower limit of said parcel defined vertically by a plane or planes at elevations ranging from 14.14 feet to 16.625 feet (Boston City Base), intending to be the top of the metal decking of Level 01 (as-built).

The upper limit of said parcel defined vertically by a horizontal plan at elevation 36.5 feet (Boston City Base).

Containing approximately 2,552 square feet.

LEASE AREA R3

Beginning at a point on the easterly side of the traveled way of Congress Street, at the intersection of Starboard Lane, at N 2952054.8426, E 781091.6804, thence running,

N 28°34'13" E a distance of 93.61 feet to a point; thence turning and running,

N 67°32'31" E a distance of 12.56 feet to a point; thence turning and running,

N 28°32'31" E a distance of 67.45 feet to a point; thence turning and running,

N 10°06'42" W a distance of 12.83 feet to a point; thence turning and running,

N 28°49'49" E a distance of 8.69 feet to a point, thence running,

EASTERLY along a curve to the right, having a radius of 24.95 feet and an arc length of 39.10 feet, the last six courses being by the traveled way of Congress

Street, said traveled way being located at the vertical face of the curb (as-built) between the traveled way and the sidewalks, thence running,

S 61°23'07" E a distance of 113.35 feet to a point; thence turning and running,

S 61°15'00" E a distance of 53.53 feet to a point; the last two courses being by the traveled way of Northern Avenue, said traveled way being located at the vertical face of the curb (as-built) between the traveled way and the sidewalks; thence turning and running,

S 58°30'53" W a distance of 31.89 feet to a point; thence turning and running,

N 61°16'18" W a distance of 55.89 feet to a point; thence turning and running,

N 61°29'07" W a distance of 100.33 feet to a point; thence turning and running,

S 28°30'53" W a distance of 57.54 feet to a point; thence turning and running,

N 61°29'07" W a distance of 0.60 feet to a point; thence turning and running,

S 28°30'53" W a distance of 152.63 feet to a point; thence turning and running,

S 22°29'07" E a distance of 147.09 feet to a point; thence turning and running,

S 82°29'07" E a distance of 32.75 feet to a point; thence turning and running,

S 22°29'07" E a distance of 16.72 feet to a point; thence turning and running,

S 61°50'49" E a distance of 41.84 feet to a point; thence turning and running,

S 28°30'53" W a distance of 8.51 feet to a point; thence turning and running,

S 61°24'38" E a distance of 21.11 feet to a point; thence turning and running,

S 35°30'54" W a distance of 15.57 feet to a point on the traveled way of Silver Line Way; thence turning and running,

N 55°09'35" W a distance of 79.45 feet to a point; thence running,

NORTHWESTERLY along a curve to the right, having a radius of 103.43 feet and an arc length of 57.73 feet, the last two courses being by the traveled way of Silver Line Way, said traveled way being located at the vertical face of the curb (as-built) between the traveled way and the sidewalks; thence running,

N 23°10'50" W a distance of 59.43 feet to a point; thence turning and running,

N 22°53'37" W a distance of 52.73 feet to a point; thence running,
NORTHERLY along a curve to the right, having a radius of 49.35 feet and an arc length of 44.33 feet to the point of beginning. The last three courses being by the traveled way of Starboard Lane, said traveled way being located at the vertical face of the curb (as-built) between the traveled way and the sidewalks.

The lower limit of said parcel defined vertically by a horizontal plane at elevation 35.8 feet (Boston City Base).

Said parcel has no upper vertical limit.

Containing approximately 12,008 square feet.

LEASE AREA R4

Beginning at a point at the Northwesterly corner of said parcel, near the intersection of Congress Street and Northern Avenue, at N 2952209.2918, E 781198.1037, thence running,

S 61°29'07" E a distance of 100.33 feet to a point; thence turning and running,
S 61°16'18" E a distance of 55.89 feet to a point; thence turning and running,
S 58°30'53" W a distance of 22.64 feet to a point; thence turning and running,
S 09°30'53" W a distance of 129.00 feet to a point; thence turning and running,
S 61°29'07" E a distance of 13.87 feet to a point; thence turning and running,
N 80°27'21" W a distance of 23.13 feet to a point; thence turning and running,
S 09°30'53" W a distance of 138.19 feet to a point; thence turning and running,
S 35°30'54" W a distance of 30.06 feet to a point; thence turning and running,
N 61°24'38" W a distance of 21.11 feet to a point; thence turning and running,
N 28°30'53" E a distance of 8.51 feet to a point; thence turning and running,
N 61°50'49" W a distance of 41.84 feet to a point; thence turning and running,
N 22°29'07" W a distance of 7.65 feet to a point; thence turning and running,
S 82°29'07" E a distance of 45.79 feet to a point; thence turning and running,
N 22°29'07" W a distance of 152.59 feet to a point; thence turning and running,

S 67°30'53" W	a distance of 4.79 feet to a point; thence turning and running,
N 22°29'07" W	a distance of 12.67 feet to a point; thence turning and running,
N 28°30'53" E	a distance of 5.45 feet to a point; thence turning and running,
S 61°29'07" E	a distance of 4.75 feet to a point; thence turning and running,
N 28°30'53" E	a distance of 106.02 feet to a point; thence turning and running,
S 61°29'07" E	a distance of 35.81 feet to a point; thence turning and running,
N 09°30'53" E	a distance of 59.49 feet to a point; thence turning and running,
N 61°29'07" W	a distance of 71.36 feet to a point; thence turning and running,
S 28°30'53" W	a distance of 45.67 feet to a point; thence turning and running,
N 61°29'07" W	a distance of 13.06 feet to a point; thence turning and running,
N 28°30'53" E	a distance of 0.42 feet to a point; thence turning and running,
S 61°29'07" E	a distance of 0.60 feet to a point; thence turning and running,
N 28°30'53" E	a distance of 57.54 feet to the point of beginning.

The lower limit of said parcel defined vertically by a horizontal plane at elevation 35.8 feet (Boston City Base).

The upper limit of said parcel defined vertically by a horizontal plane at elevation 36.5 feet (Boston City Base).

Containing approximately 29,967 square feet.

LEASE AREA R5

Beginning at a point at the Northwesterly corner of said parcel, near the intersection of Congress Street and Northern Avenue, at N 2952209.2918, E 781198.1037, thence running,

S 61°29'07" E	a distance of 100.33 feet to a point; thence turning and running,
S 61°16'18" E	a distance of 55.89 feet to a point; thence turning and running,
S 58°30'53" W	a distance of 22.64 feet to a point; thence turning and running,

S 09°30'53" W	a distance of 129.00 feet to a point; thence turning and running,
S 61°29'07" E	a distance of 13.87 feet to a point; thence turning and running,
N 80°27'21" W	a distance of 23.13 feet to a point; thence turning and running,
S 09°30'53" W	a distance of 138.19 feet to a point; thence turning and running,
S 35°30'54" W	a distance of 30.06 feet to a point; thence turning and running,
N 61°24'38" W	a distance of 21.11 feet to a point; thence turning and running,
N 28°30'53" E	a distance of 8.51 feet to a point; thence turning and running,
N 61°50'49" W	a distance of 41.84 feet to a point; thence turning and running,
N 22°29'07" W	a distance of 16.72 feet to a point; thence turning and running,
N 82°29'07" W	a distance of 32.75 feet to a point; thence turning and running,
N 22°29'07" W	a distance of 147.09 feet to a point; thence turning and running,
N 28°30'53" E	a distance of 152.63 feet to a point; thence turning and running,
S 61°29'07" E	a distance of 0.60 feet to a point; thence turning and running,
N 28°30'53" E	a distance of 57.54 feet to the point of beginning.

The lower limit of said parcel defined vertically by a horizontal plane at elevation 36.5 feet (Boston City Base).

Said parcel has no upper vertical limit.

Containing approximately 50,710 square feet.

The variable vertical lower limit referred to above in the descriptions of Lease Areas R2-A, R2-B and R2-C is to be finally and precisely established by the top surface of the upper most metal decking of the garage structure to be constructed on and within the parcel shown as "Lease Area G1" on said plan, the top of the metal decking to be within the vertical limits ranging from 14.14 feet to 16.625 feet (Boston City Base).

The coordinate values listed above refer to the Massachusetts State Plane Coordinate System, North American Datum of 1983 (NAD83).

Together with the right to use Northern Avenue, Massport Haul Road, Congress Street, Starboard Lane and Silver Line Way for all purposes for which streets and ways are used in the City of Boston, in common with all others lawfully entitled thereto.

EXHIBIT B

THE NAMES AND ADDRESSES OF ALL PERSONS AND INDIVIDUALS WHO HAVE OR WILL HAVE A DIRECT OR INDIRECT BENEFICIAL INTEREST IN THE REAL PROPERTY

ENTITY NAME	DESCRIPTION OF INTEREST	% INTEREST
<u>Ownership of</u> <u>Parcel K Residential Tenant, LLC</u>		
Parcel K Mixed Use Holdings, LLC, a Delaware limited liability company Parcel K Mixed Use Holdings, LLC c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, Texas 75225	Sole Member and Manager	100%
<u>Ownership of</u> <u>Parcel K Mixed Use Holdings, LLC</u>		
Parcel K Mixed Use JV, LLC, a Delaware limited liability company Parcel K Mixed Use JV, LLC c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, Texas 75225	Sole Member and Manager	100%
<u>Ownership of</u> <u>Parcel K Mixed Use JV, LLC</u>		
RW Parcel K REIT Sub, LLC, a Delaware limited liability company RW Parcel K REIT Sub, LLC c/o Rockwood Capital LLC 140 E. 45th Street, 34th Floor New York, NY 10017	Member	87%
PL Parcel K, LLC, a Delaware limited liability company PL Parcel K, LLC c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225	Member	13%
<u>Ownership of</u> <u>RW Parcel K REIT Sub, LLC</u>		
Rockwood X REIT, Inc., a Maryland corporation Rockwood X REIT, Inc. c/o Rockwood Capital, LLC 140 East 45th Street, 34th Floor	Managing Member	69.9%

New York, NY 10017		
Rockwood Capital Fund X Side Car, L.P. , a Delaware limited partnership Rockwood Capital Fund X Side Car, L.P. c/o Rockwood Capital, LLC 140 East 45th Street, 34th Floor New York, NY 10017	Non-Managing Member	30.1%
<u>Ownership of PL Parcel K, LLC</u>		
PPC Parcel K Limited Partnership , a Texas limited partnership PPC Parcel K Limited Partnership c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225	Managing Member	50%
LO Parcel K LLC , a Delaware limited liability company LO Parcel K LLC c/o Lincoln Property Company 2000 McKinney Avenue, Suite 1000 Dallas, TX 75201-1954	Managing Member	50%
<u>Ownership of PPC Parcel K Limited Partnership</u>		
The Blake Pogue Irrevocable 2008 Trust-B The Blake Pogue Irrevocable 2008 Trust-B c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225	Limited Partner	15%
J. Blake Pogue J. Blake Pogue c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225	Limited Partner	49.35%
Jason Runnels Jason Runnels c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225	Limited Partner	34.65%
PPC Parcel K GP, Inc. , a Texas corporation PPC Parcel K GP, Inc. c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225	General Partner	1%
<u>Ownership of PPC Parcel K GP, Inc.</u>		
J. Blake Pogue	Shareholder	65%

J. Blake Pogue c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225		
Jason Runnels Jason Runnels c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225	Shareholder	35%
<u>Ownership of LO Parcel K LLC</u>		
Mack Pogue Mack Pogue c/o Lincoln Property Company 2000 McKinney Avenue, Suite 1000 Dallas, TX 75201-1954	Member	51%
William C. Duvall William C. Duvall c/o Lincoln Property Company 2000 McKinney Avenue, Suite 1000 Dallas, TX 75201-1954	Member	24.50%
William M. Hickey and/or Family Trusts William M. Hickey and/or Family Trusts c/o Lincoln Property Company 2000 McKinney Avenue, Suite 1000 Dallas, TX 75201-1954	Member	24.50%

3724440.3

**Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code**

- (1) Name of Project: Garage Component, Parcel K Development Project, 895 Congress Street, City of Boston (the "**Parcel K Project**").
- (2) Location: That certain real property located in the City of Boston, County of Suffolk and State of Massachusetts, more particularly described on Exhibit A attached hereto (the "**Property**"), also known as "Parcel K".
- (3) Applicant/Owner: The Project Applicant under Article 80 is Parcel K Garage Tenant, LLC, a Delaware limited liability company(the "**Garage Developer**"). The Garage Developer has acquired a leasehold interest in the Property from Massachusetts Port Authority with the right to construct a subsurface parking garage, podium and related improvements.
- (4) The undersigned hereby states, under penalties of perjury and in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the Applicant and Garage Developer are listed on Exhibit B attached hereto.
- (5) The undersigned also acknowledges and states that except as stated below, none of the individuals listed on Exhibit B is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the State Department of Capital Planning and Operations.
- (6) The undersigned hereby states, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the application for Zoning Relief on the above-listed property are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAMES AND ADDRESSES OF ALL FIRMS AND PROFESSIONAL CORPORATIONS, AND AGENTS
WHO HAVE ACTED ON SAID APPLICATION

General Contractor	Suffolk Construction Company 65 Allerton Street Boston, MA 02119
Architects	Arrowstreet, Inc. 10 Post Office Square Suite 700N Boston, MA 02109
Engineers	HW Moore Associates, Inc. 112 Shawmut Avenue Boston, MA 02118

	WSP USA Buildings, Inc. 88 Black Falcon Avenue, Suite 210 Boston, MA 02118
	McNamara Saliva 101 Federal Street Boston, MA 02110
Consultants	Epsilon Associates, Inc. 3 Clock Tower Place, Suite 250 Maynard, MA 01754
	Vanasse & Associates, Inc. 35 New England Business Center Drive Suite 140 Andover, MA 01810
	JT Costa, LLC 2 Haven Street, Suite 302 Reading, MA 01867
	McPhail Associates, LLC 2269 Massachusetts Avenue Cambridge, MA 02140
Surveyor	Feldman Land Surveyors 152 Hampden Street Boston, MA 02119
Attorneys	Goodwin Procter LLP 100 Northern Avenue Boston, MA 02210 Nutter McClennen & Fish LLP Seaport West 155 Seaport Boulevard Boston, Massachusetts 02210

[Signature on following page]

SIGNED under the penalties of perjury as of this 30 day of November, 2017.

PARCEL K GARAGE TENANT, LLC

By:

A handwritten signature in blue ink, appearing to read 'D. Streicher', written over a horizontal line.

Name: David A. Streicher

Title: Authorized Signatory

EXHIBIT A

LEGAL DESCRIPTION OF THE PROPERTY

Exhibit A

Garage Parcel

The land and air rights, with the buildings and other improvements thereon, if any, situated in Boston, Suffolk County, Massachusetts, shown as "Lease Area G1" on a plan entitled, "Lease Plan Parcel K, 895 & 899 Congress Street 295 Northern Avenue Boston, Mass." dated October 6, 2017, by Feldman Land Surveyors, to be recorded with the Suffolk County Registry of Deeds, bounded and described as follows:

LEASE AREA G1

Beginning at a point at the Northerly corner of said Parcel, near the intersection of Congress Street and Northern Avenue, at N 2952211.6817, E 781197.4580, thence running,

S 61°29'07" E	a distance of 297.73 feet to a point; thence turning and running,
S 17°30'53" W	a distance of 91.19 feet to a point; thence turning and running,
S 35°30'53" W	a distance of 202.36 feet to a point; thence turning and running,
N 66°37'06" W	a distance of 175.60 feet to a point; thence turning and running,
N 22°29'07" W	a distance of 148.71 feet to a point; thence turning and running,
N 28°30'53" E	a distance of 212.49 feet to the point of beginning.

Said parcel has no lower vertical limit and includes all of the terra firma within the above described perimeter.

The upper limit of said parcel defined vertically by a plane or planes at elevations ranging from 14.14 feet to 16.625 feet (Boston City Base), intending to be the top of the metal decking of Level 01 (as-built).

Containing approximately 86,031 square feet.

The variable vertical upper limit referred to above is to be finally and precisely established by the top surface of the upper most metal decking of the garage structure to be constructed on and within said "Lease Area G1", the top of the metal decking to be within the vertical limits ranging from 14.14 feet to 16.625 feet (Boston City Base).

The coordinate values listed above refer to the Massachusetts State Plane Coordinate System, North American Datum of 1983 (NAD83).

Together with the right to use Northern Avenue, Massport Haul Road, Congress Street, Starboard Lane and Silver Line Way for all purposes for which streets and ways are used in the City of Boston, in common with all others lawfully entitled thereto.

EXHIBIT B

**THE NAMES AND ADDRESSES OF ALL PERSONS AND INDIVIDUALS WHO HAVE
OR WILL HAVE A DIRECT OR INDIRECT BENEFICIAL INTEREST IN THE REAL
PROPERTY**

ENTITY NAME	DESCRIPTION OF INTEREST	% INTEREST
<u>Ownership of</u> <u>Parcel K Garage Tenant, LLC</u>		
Parcel K Mixed Use Holdings, LLC, a Delaware limited liability company Parcel K Mixed Use Holdings, LLC c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, Texas 75225	Sole Member and Manager	100%
<u>Ownership of</u> <u>Parcel K Mixed Use Holdings, LLC</u>		
Parcel K Mixed Use JV, LLC, a Delaware limited liability company Parcel K Mixed Use JV, LLC c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, Texas 75225	Sole Member and Manager	100%
<u>Ownership of</u> <u>Parcel K Mixed Use JV, LLC</u>		
RW Parcel K REIT Sub, LLC, a Delaware limited liability company RW Parcel K REIT Sub, LLC c/o Rockwood Capital LLC 140 E. 45th Street, 34th Floor New York, NY 10017	Member	87%
PL Parcel K, LLC, a Delaware limited liability company PL Parcel K, LLC c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225	Member	13%
<u>Ownership of</u> <u>RW Parcel K REIT Sub, LLC</u>		
Rockwood X REIT, Inc., a Maryland corporation Rockwood X REIT, Inc. c/o Rockwood Capital, LLC 140 East 45th Street, 34th Floor	Managing Member	69.9%

New York, NY 10017		
Rockwood Capital Fund X Side Car, L.P., a Delaware limited partnership Rockwood Capital Fund X Side Car, L.P. c/o Rockwood Capital, LLC 140 East 45th Street, 34th Floor New York, NY 10017	Non-Managing Member	30.1%
<u>Ownership of PL Parcel K, LLC</u>		
PPC Parcel K Limited Partnership, a Texas limited partnership PPC Parcel K Limited Partnership c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225	Managing Member	50%
LO Parcel K LLC, a Delaware limited liability company LO Parcel K LLC c/o Lincoln Property Company 2000 McKinney Avenue, Suite 1000 Dallas, TX 75201-1954	Managing Member	50%
<u>Ownership of PPC Parcel K Limited Partnership</u>		
The Blake Pogue Irrevocable 2008 Trust-B The Blake Pogue Irrevocable 2008 Trust-B c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225	Limited Partner	15%
J. Blake Pogue J. Blake Pogue c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225	Limited Partner	49.35%
Jason Runnels Jason Runnels c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225	Limited Partner	34.65%
PPC Parcel K GP, Inc., a Texas corporation PPC Parcel K GP, Inc. c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225	General Partner	1%
<u>Ownership of PPC Parcel K GP, Inc.</u>		
J. Blake Pogue	Shareholder	65%

J. Blake Pogue c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225		
Jason Runnels Jason Runnels c/o Phoenix Property Company 5950 Sherry Lane, Suite 320 Dallas, TX 75225	Shareholder	35%
<u>Ownership of LO Parcel K LLC</u>		
Mack Pogue Mack Pogue c/o Lincoln Property Company 2000 McKinney Avenue, Suite 1000 Dallas, TX 75201-1954	Member	51%
William C. Duvall William C. Duvall c/o Lincoln Property Company 2000 McKinney Avenue, Suite 1000 Dallas, TX 75201-1954	Member	24.50%
William M. Hickey and/or Family Trusts William M. Hickey and/or Family Trusts c/o Lincoln Property Company 2000 McKinney Avenue, Suite 1000 Dallas, TX 75201-1954	Member	24.50%

3724453.3

Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code

1. Proposed Project: Hotel Lease Portion of Parcel K
2. Location: Northern Avenue, South Boston, MA
3. Applicants: MHP Boston Investments, LLC, 50% owner of HP Boston Partners, LLC, proposed Lessee of the Project described above
4. The undersigned hereby state, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the Proposed Project are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL INTEREST (set forth on Exhibit A attached hereto).

5. The undersigned also acknowledge and state that except as stated below, none of the individuals is an official elected to public office in the Commonwealth of MA, nor is an employee of the State Department of Capital Planning and Operations.
6. The undersigned hereby state, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the application for Zoning Relief on the above-listed property, for compensation not less than \$50,000.00, are listed on Exhibit B attached hereto in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

[The remainder of this page has been intentionally left blank.]

The undersigned swears under the pains and penalties of perjury that this form is complete and accurate in all respects as of the 30th day of November, 2017.

MHP Boston Investments, LLC, a
Delaware limited liability company

By: McWhinney Real Estate Services, Inc.,
its Manager


By: 
Name: Michael S. Warren
Title: Senior Vice President and
General Counsel

Exhibit A

Beneficial Interests

This Disclosure Statement is filed by MHP Boston Investments, LLC, a Delaware limited liability company, which holds 50% of the Beneficial Interest in HP Boston Partners, LLC. A separate filing will be made by the other 50% owner, HP Boston Holdings, LLC, who will make the required disclosure of Beneficial Interest for its share of the ownership. The address of MHP Boston Investments, LLC, and the address of all parties listed below is c/o McWhinney Real Estate Company, Inc., is 2725 Rocky Mountain Avenue, Suite 200, Loveland, CO 80538.

The Beneficial Interest in MHP Boston Investments, LLC is ultimately owned 82.35% by Chad McWhinney and estate planning trusts and vehicles established by/for Chad McWhinney, and 17.65% by Troy McWhinney and estate planning trusts and vehicles established by/for Troy McWhinney. Such interests are held through the entities listed below.

MHP Boston NC, LLC, a Delaware limited liability company
MHP Boston AI, LLC, a Delaware limited liability company
McWhinney Real Estate Services, Inc., a Colorado limited liability corporation
MRE Investments, LLC, a Colorado limited liability company
McWhinney Holding Company LLLP, a Colorado limited liability partnership
McWhinney Real Estate Company, Inc., a Colorado corporation
MHC GP, LLC, a Colorado limited liability company
CTT, LLC, a Colorado limited liability company

Exhibit B

Firms, Professional Corporations and Agents

<u>Firm</u>	<u>Function</u>
General Contractor	Suffolk Construction Company 65 Allerton Street Boston, MA 02119
Architect	Arrowstreet, Inc. 10 Post Office Square Suite 700N Boston, MA 02109
Architect (Hotel Interior)	Group One Partners, Inc. 21 West 3 rd Street Boston, MA 02127
Engineers	HW Moore Associates, Inc. 112 Shawmut Avenue Boston, MA 02118
	WSP USA Buildings, Inc. 88 Black Falcon Avenue, Suite 210 Boston, MA 02118
	McNamara Saliva 101 Federal Street Boston, MA 02110
Consultants	Epsilon Associates, Inc. 3 Clock Tower Place, Suite 250 Maynard, MA 01754
	Vanasse & Associates, Inc. 35 New England Business Center Drive Suite 140 Andover, MA 01810

<u>Firm</u>	<u>Function</u>
	McPhail Associates, LLC 2269 Massachusetts Avenue Cambridge, MA 02140
Surveyor	Feldman Land Surveyors 152 Hampden Street Boston, MA 02119
Attorneys	Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109

Disclosure Statement Concerning Beneficial Interests as
Required by Article 80, Section 80B-8, of the Boston Zoning Code

1. Proposed Project: Hotel Lease Portion of Parcel K
2. Location: Northern Avenue, Boston, MA
3. Applicant HP Boston Holdings, L.L.C., a Delaware limited liability company, 50% owner of HP Boston Partners, LLC, proposed Lessee of the Project described above
4. I hereby state, under the penalties of perjury, that the true names and addresses of all Persons who have a Beneficial Interest (including the amount of their Beneficial Interest accurate to within one-tenth of one percent if such interest exceeds one percent) in the Proposed Project are listed below in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.
5. NAME AND RESIDENCE OF EACH PERSON WITH SAID BENEFICIAL INTEREST: attached as Exhibit A hereto.
6. The undersigned also acknowledges and states that except as stated below, none of the above-listed individuals is an official elected to public office in the Commonwealth of Massachusetts, nor is an employee of the State Department of Capital Planning and Operations.
7. I hereby state, under the penalties of perjury, that the names and addresses of all firms and professional corporations employing attorneys, real estate brokers, architects, engineers, planners, or surveyors, and all other agents who have acted on behalf of any of the foregoing with respect to the application for Zoning Relief on the above-listed property, for compensation not less than \$50,000.00, are listed on the attached Exhibit B in compliance with the provisions of Article 80, Section 80B-8, of the Boston Zoning Code.

[The balance of this page has been intentionally left blank]

SIGNED under the penalties of perjury this ____ day of _____, 2017.

HP BOSTON HOLDINGS, L.L.C., a
Delaware limited liability company

B.D.

By: Pete Sears

Name: Pete Sears

Title: President

EXHIBIT A

Beneficial Interests

This Disclosure Statement is filed by HP Boston Holdings, L.L.C., a Delaware limited liability company, which holds 50% of the Beneficial Interest in HP Boston Partners, LLC. A separate filing will be made by the other 50% owner, MHP Boston Investments LLC, who will make the required disclosure of Beneficial Interests for its share of the ownership.

The following entity holds 100% of the Beneficial Interests in HP Boston Holdings, L.L.C., a Delaware limited liability company:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Select JV Holdings, L.L.C., a Delaware limited liability company	c/o Hyatt Corporation 150 North Riverside Plaza Chicago, IL 60606	100%

The following entity holds 100% of the Beneficial Interests in Select JV Holdings, L.L.C., a Delaware limited liability company:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Select Hotels Group, L.L.C., a Delaware limited liability company	c/o Hyatt Corporation 150 North Riverside Plaza Chicago, IL 60606	100%

The following entity holds 100% of the Beneficial Interests in Select Hotels Group, L.L.C., a Delaware limited liability company:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Hyatt Corporation, a Delaware corporation	150 North Riverside Plaza Chicago, IL 60606	100%

The following entity holds 100% of the Beneficial Interests in Hyatt Corporation, a Delaware corporation:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Hyatt Hotels Corporation, a Delaware corporation	c/o Hyatt Corporation 150 North Riverside Plaza Chicago, IL 60606	100%

The following entities hold the following Beneficial Interests in Hyatt Hotels Corporation, a Delaware corporation:¹

Name of Entity Holding Stock	Managers/Trustee	% Ownership	Beneficiary
THHC, L.L.C. 101 South Reid Street, Suite 307 (Office #316), Sioux Falls, South Dakota 57103	Maroon Private Trust Company, LLC is member/manager of THHC, L.L.C 101 South Reid Street, Suite 307 (Office #315-Maroon), Sioux Falls, South Dakota 57103 Maroon Trust is the sole member of Maroon Private Trust Company, LLC 101 South Reid Street, Suite 307 (Office #315-	17.4% Common	Thomas J. Pritzker 150 North Riverside Plaza, Suite 3300, Chicago, Illinois 60606-1594

¹ As Hyatt Hotels Corporation is a publicly traded company, this list of beneficial owners excludes stockholders holding less than 10% of the outstanding voting stock. This list of beneficial owners of Hyatt Hotels Corporation is as of the date of its most recent Form 13 filing with the SEC.

	<p>Maroon), Sioux Falls, South Dakota 57103</p> <p>Thomas J. Pritzker, Trustee of Maroon Trust</p> <p>150 North Riverside Plaza, Suite 3300, Chicago, Illinois 60606- 1594</p>		
<p>GHHC, L.L.C.</p> <p>101 South Reid Street, Suite 307 (Office #316), Sioux Falls, South Dakota 57103</p>	<p>UDQ Private Trust Company, LLC is member/manager of GHHC, L.L.C.</p> <p>101 South Reid Street, Suite 307 (Office #315- Maroon), Sioux Falls, South Dakota 57103</p> <p>UDQ Trust is the sole member of UDQ Private Trust Company, LLC</p> <p>101 South Reid Street, Suite 307 (Office #316), Sioux Falls, South Dakota 57103</p> <p>Gigi Pritzker Pucker, Trustee of UDQ Trust</p> <p>150 North Riverside Plaza, Suite 3300, Chicago, Illinois 60606- 1594</p>	14.4% Common	<p>Gigi Pritzker Pucker</p> <p>150 North Riverside Plaza, Suite 3300, Chicago, Illinois 60606- 1594</p>

EXHIBIT B

Firms, Professional Corporations and Agents

Architect:	Arrowstreet, Inc. 10 Post Office Square, Suite 700N Boston, MA 02109
Architect (Hotel Interior):	Group One Partners, Inc. 21 West Third Street Boston, MA 02127
General Contractor:	Suffolk Construction Company 65 Allerton Street Boston, MA 02119
Permitting Consultant:	Epsilon Associates, Inc. 3 Clock Tower Place, Suite 250 Maynard, MA 01754
Traffic Consultant:	Vanasse & Associates, Inc. 35 New England Business Center Drive, Suite 140 Andover, MA 01810-1066
Environmental Consultant:	McPhail Associates, LLC 2269 Massachusetts Avenue Cambridge, MA 02140
Civil Engineer:	HW Moore Associates, Inc. 112 Shawmut Avenue Boston, MA 02118
Mechanical Engineer:	WSP USA Buildings, Inc. 88 Black Falcon Avenue, Suite 210 Boston, MA 02118
Structural Engineer:	McNamara Salvia 101 Federal Street Boston, MA 02110
Surveyor:	Feldman Land Surveyors 152 Hampden Street Boston, MA 02119

Legal Counsel:

Duane Morris LLP
30 South 17th Street
Philadelphia, PA 19103-4196

Disclosure Statement Concerning Beneficial Interests
Article 80, Section 80B-8, of the Boston Zoning Code

OFFICE OF

As of December 8, 2017

DEC 8 2017

THE CITY CLERK

- (1) **Name of Project:** Seaport Square Block D
- (2) **Location:** Portion of 75 Northern Avenue (Seaport Parcel D, the "Property")
- (3) **Owner:** Seaport D Title Holder LLC
- (4) The undersigned hereby states, under the penalties of perjury, that the true names and addresses of Persons who have acquired a Beneficial Interest (including the amount of their Beneficial Interest accurate within one-tenth of one percent if such interest exceeds one percent) in the Property since the most recently filed Disclosure Statement for the Property are listed below.

NAME AND ADDRESS OF EACH PERSON WITH SAID BENEFICIAL INTEREST

Name: **Seaport Square Associates LP**

100%¹

ADDRESS: 33 Boylston Street, Suite 3000
Chestnut Hill, MA 02467

[For ownership of Seaport Square Associates LP and signature of Owner, see attached Schedule A]

¹ The following entities, directly or indirectly wholly owned by Seaport Square Associates LP, are intermediate between the Owner and Seaport Square Associates LP: Seaport D Office Owner LLC, Seaport D Retail Owner LLC, Seaport D Office REIT LLC and Seaport D Retail REIT LLC.

Schedule A

Beneficial Interests in the Property held by parties having a direct or indirect interest in **Seaport Square Associates LP**:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest in the Property</u>
Public Sector Pension Investment Board ("PSP"), a Canadian crown corporation.	1250 Rene-Levesque Blvd. West, Suite 900 Montreal, Quebec H3B 4W8 Canada	49.5%
Jeremy M. Sclar (<i>and trusts for the benefit of children or other family members</i>) ²	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	32.4%
Thomas J. DeSimone (<i>and trusts for the benefit of children or other family members</i>)	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.1%
Richard A. Marks (<i>and trusts for the benefit of children or other family members</i>)	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	8.7%
Brian Sciera	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.5%
Mark Roberts	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.0%
Eric Smookler	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	1.0%
Samantha David ³	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	1.0%
Richard Askin	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	<1%
Yanni Tsipis	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	<1%

Signed under the penalties of perjury as of the date first written above.

[Signature on next page]

² For all parties other than PSP, ownership is through two wholly-owned entities, SDM Seaport Associates LLC and SDM Boylston Street LLC.

³ Ownership is through EP Boylston LLC, a wholly owned entity.

[Signature Page – Article 80 B-8.6 – Disclosure of Beneficial Interests – Block D]

SEAPORT D TITLE HOLDER LLC,
a Delaware limited liability company

By:



Name: Richard A. Marks

As authorized representative of, and on behalf of, each of its Members

RECEIVED
CITY CLERK

2017 DEC -8 P 3:28

BOSTON

December 8, 2017

BY HAND

Ms. Maureen Feeney
City Clerk
1 City Hall Square, Room 601
Boston, MA 02201

Ms. Teresa Polhemus, Secretary
Boston Redevelopment Authority
1 City Hall Square, 9th Floor
Boston, MA 02201

Mr. Jeffrey M. Hampton
Executive Secretary
City of Boston Zoning Commission
1 City Hall Square, 9th Floor
Boston, MA 02201

Re: Update to Disclosure Statement – Seaport Square Project

Dear Madam Clerk, Madam Secretary and Mr. Secretary:

On behalf of the various owners of portions of Seaport Square (the “Owners”), and in connection with the Zoning Commission’s upcoming consideration of the Amended and Restated Development Plan for PDA #78, enclosed please find updates to the previously updated Disclosure Statements filed by such Owners on December 7, 2015 (“Previous Disclosure Statements”), as required by Section 80B-8.6 of the City of Boston Zoning Code. This statement updates the Previous Disclosure Statements with respect to the parcels noted on each of the enclosed Disclosure Statements. Note that the Previous Disclosure Statements were filed with the BRA and the City Clerk, as required by Section 80B-8.6, but not filed with the Zoning Commission, because no zoning relief was requested at that time. Nonetheless, the enclosed Disclosure Statements provide full disclosure without the need for reference to the Previous Disclosure Statements.

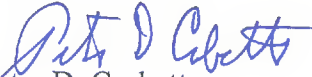
Given the proprietary nature of the information provided in this update, the Owners request that this update be treated as confidential to the maximum extent allowed by law, and

December 8, 2017

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that you notify us in the event that you receive any request for further disclosure. Please do not hesitate to contact us with any questions.

Very truly yours,



Peter D. Corbett

Attorney for and on behalf of Owners

Enclosures

Disclosure Statement Concerning Beneficial Interests
Article 80, Section 80B-8, of the Boston Zoning Code

OFFICE OF

DEC 8 2017

THE CITY CLERK

As of December 8, 2017

- (1) **Name of Project:** Seaport Square Block F
- (2) **Location:** Portion of 75-85 Northern Avenue (Seaport Parcel F, the "Property")
- (3) **Owner:** Seaport F Retail Holder LLC
- (4) The undersigned hereby states, under the penalties of perjury, that the true names and addresses of Persons who have acquired a Beneficial Interest (including the amount of their Beneficial Interest accurate within one-tenth of one percent if such interest exceeds one percent) in the Property since the most recently filed Disclosure Statement for the Property are listed below.

NAME AND ADDRESS OF EACH PERSON WITH SAID BENEFICIAL INTEREST

Name: **Seaport Square Associates LP** 100%¹

ADDRESS: 33 Boylston Street, Suite 3000
Chestnut Hill, MA 02467

[For ownership of Seaport Square Associates LP and signature of Owner, see attached Schedule A]

¹ Seaport F Retail REIT LLC is an entity wholly owned by Seaport Square Associates LP, intermediate between the Owner and Seaport Square Associates LP; Seaport F Residential Owner LLC and Seaport Square Parallel LP have unquantified potential direct and indirect interests in Owner, and are wholly owned indirectly by the parties listed on Schedule A.

Schedule A

Beneficial Interests in the Property held by parties having a direct or indirect interest in **Seaport Square Associates LP²**:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest in the Property</u>
Public Sector Pension Investment Board ("PSP"), a Canadian crown corporation. ³	1250 Rene-Levesque Blvd. West, Suite 900 Montreal, Quebec H3B 4W8 Canada	49.5%
Jeremy M. Sclar (<i>and trusts for the benefit of children or other family members</i>) ⁴	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	32.4%
Thomas J. DeSimone (<i>and trusts for the benefit of children or other family members</i>)	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.1%
Richard A. Marks (<i>and trusts for the benefit of children or other family members</i>)	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	8.7%
Brian Sciera	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.5%
Mark Roberts	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.0%
Eric Smookler	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	1.0%
Samantha David ⁵	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	1.0%
Richard Askin	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	<1%
Yanni Tsipis	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	<1%

Signed under the penalties of perjury as of the date first written above.
[Signature on next page]

² Schedule A also reflects the indirect ownership of Seaport Square Parallel LP.

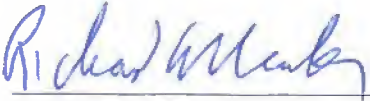
³ PSP's interest in Seaport Square Parallel LP is through a wholly owned intermediate entity, PSPIB Realty U.S. Inc.

⁴ For all parties other than PSP, ownership is through two wholly-owned entities, SDM Seaport Associates LLC and SDM Boylston Street LLC.

⁵ Ownership is through EP Boylston LLC, a wholly owned entity.

[Signature Page – Article 80 B-8.6 – Disclosure of Beneficial Interests – Block F]

SEAPORT F RETAIL OWNER LLC,
a Delaware limited liability company

By: 

Name: Richard A. Marks

As authorized representative of, and on behalf of, each of its Members

Disclosure Statement Concerning Beneficial Interests
Article 80, Section 80B-8, of the Boston Zoning Code

OFFICE OF

As of December 8, 2017

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THE CITY CLERK

- (1) **Name of Project:** Seaport Square Block G
- (2) **Location:** Portion of 75 Northern Avenue (Seaport Block G, the "Property")
- (3) **Owner:** Seaport G Title Holder LLC
- (4) The undersigned hereby states, under the penalties of perjury, that the true names and addresses of Persons who have acquired a Beneficial Interest (including the amount of their Beneficial Interest accurate within one-tenth of one percent if such interest exceeds one percent) in the Property since the most recently filed Disclosure Statement for the Property are listed below.

NAME AND ADDRESS OF EACH PERSON WITH SAID BENEFICIAL INTEREST

Name: **Seaport Square Associates LP** 100%¹

ADDRESS: 33 Boylston Street, Suite 3000
Chestnut Hill, MA 02467

[For ownership of Seaport Square Associates LP and signature of Owner, see attached Schedule A]

¹ Seaport G Retail Owner LLC, Seaport G Multifamily Owner LLC, Seaport G Hotel Owner LLC, Seaport G Retail REIT LLC, Seaport G Multifamily REIT LLC and Seaport G Hotel REIT LLC are entities wholly owned by Seaport Square Associates LP, intermediate between the Owner and Seaport Square Associates LP; Seaport G Residential Owner LLC and Seaport Square Parallel LP have unquantified potential direct and indirect interests in Owner, and are wholly owned indirectly by the parties listed on Schedule A.

Schedule A

Beneficial Interests in the Property held by parties having a direct or indirect interest in **Seaport Square Associates LP²**:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest in the Property</u>
Public Sector Pension Investment Board ("PSP"), a Canadian crown corporation. ³	1250 Rene-Levesque Blvd. West, Suite 900 Montreal, Quebec H3B 4W8 Canada	49.5%
Jeremy M. Sclar (<i>and trusts for the benefit of children or other family members</i>) ⁴	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	32.4%
Thomas J. DeSimone (<i>and trusts for the benefit of children or other family members</i>)	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.1%
Richard A. Marks (<i>and trusts for the benefit of children or other family members</i>)	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	8.7%
Brian Sciera	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.5%
Mark Roberts	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.0%
Eric Smookler	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	1.0%
Samantha David ⁵	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	1.0%
Richard Askin	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	<1%
Yanni Tsipis	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	<1%

Signed under the penalties of perjury as of the date first written above.
[Signature on next page]

² Schedule A also reflects the indirect ownership of Seaport Square Parallel LP.

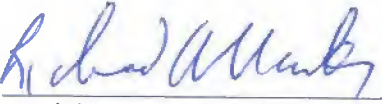
³ PSP's interest in Seaport Square Parallel LP is through a wholly owned intermediate entity, PSPIB Realty U.S. Inc.

⁴ For all parties other than PSP, ownership is through two wholly-owned entities, SDM Seaport Associates LLC and SDM Boylston Street LLC.

⁵ Ownership is through EP Boylston LLC, a wholly owned entity.

[Signature Page – Article 80 B-8.6 – Disclosure of Beneficial Interests – Block G]

SEAPORT G TITLE HOLDER LLC,
a Delaware limited liability company

By: 

Name: Richard A. Marks

As authorized representative of, and on behalf of, each of its Members

Disclosure Statement Concerning Beneficial Interests
Article 80, Section 80B-8, of the Boston Zoning Code

OFFICE OF

DEC 8 2017

As of December 8, 2017

THE CITY CLERK

- (1) **Name of Project:** Seaport Square Blocks L-3 through L-6
- (2) **Location:** 390 Congress Street (Seaport Parcels L-3 through L-6, the "Property")
- (3) **Owner:** Seaport L Title Holder LLC
- (4) The undersigned hereby states, under the penalties of perjury, that the true names and addresses of Persons who have acquired a Beneficial Interest (including the amount of their Beneficial Interest accurate within one-tenth of one percent if such interest exceeds one percent) in the Property since the most recently filed Disclosure Statement for the Property are listed below.

NAME AND ADDRESS OF EACH PERSON WITH SAID BENEFICIAL INTEREST

Name: **Seaport Square Associates LP** 100%¹

ADDRESS: 33 Boylston Street, Suite 3000
Chestnut Hill, MA 02467

[For ownership of Seaport Square Associates LP and signature of Owner, see attached Schedule A]

¹ Seaport L Retail Owner LLC, Seaport L Multifamily Owner LLC, Seaport L Retail REIT LLC and Seaport L Multifamily REIT LLC are entities wholly owned by Seaport Square Associates LP, intermediate between the Owner and Seaport Square Associates LP; Seaport L Residential Owner LLC and Seaport Square Parallel LP have unquantified potential direct and indirect interests in Owner, and are wholly owned indirectly by the parties listed on Schedule A.

Schedule A

Beneficial Interests in the Property held by parties having a direct or indirect interest in **Seaport Square Associates LP²**:

<u>Name</u>	<u>Address</u>	<u>Percentage Interest in the Property</u>
Public Sector Pension Investment Board ("PSP"), a Canadian crown corporation. ³	1250 Rene-Levesque Blvd. West, Suite 900 Montreal, Quebec H3B 4W8 Canada	49.5%
Jeremy M. Sclar (<i>and trusts for the benefit of children or other family members</i>) ⁴	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	32.4
Thomas J. DeSimone (<i>and trusts for the benefit of children or other family members</i>)	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.1%
Richard A. Marks (<i>and trusts for the benefit of children or other family members</i>)	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	8.7%
Brian Sciera	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.5%
Mark Roberts	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	2.0%
Eric Smookler	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	1.0%
Samantha David ⁵	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	1.0%
Richard Askin	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	<1%
Yanni Tsipis	33 Boylston Street, Suite 3000 Chestnut Hill, MA 02467	<1%

Signed under the penalties of perjury as of the date first written above.
[Signature on next page]

² Schedule A also reflects the indirect ownership of Seaport Square Parallel LP.


³ PSP's interest in Seaport Square Parallel LP is through a wholly owned intermediate entity, PSPIB Realty U.S. Inc.

⁴ For all parties other than PSP, ownership is through two wholly-owned entities, SDM Seaport Associates LLC and SDM Boylston Street LLC.

⁵ Ownership is through EP Boylston LLC, a wholly owned entity.

[Signature Page – Article 80 B-8.6 – Disclosure of Beneficial Interests – Blocks L-3 through L-6]

SEAPORT L TITLE HOLDER LLC,
a Delaware limited liability company

By: 

Name: Richard A. Marks

As authorized representative of, and on behalf of, each of its Members